

# EXHIBIT 7

# EQUITY ASSET VALUATION

*Second Edition*

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In selecting a model, data availability and quality can be limiting factors. For example, a dividend discount model is the simplest discounted cash flow model; but if a company has never paid dividends and no other information exists to assess a company's future dividend policy, an analyst may have more confidence applying an apparently more complex present value model. Similar considerations also apply in selecting a specific relative valuation approach. For example, meaningful comparisons using P/Es may be hard to make for a company with highly volatile or persistently negative earnings.

Model selection can also be influenced by the purpose of the valuation or the perspective of the analyst. For example, an investor seeking a controlling equity position in a company may elect to value the company based on forecasted free cash flows rather than forecasted dividends because such flows might potentially be redirected by such an acquirer without affecting the value of the acquisition (this valuation approach is discussed in detail in Chapter 4). When an analyst reads valuations and research reports prepared by others, the analyst should consider how the writer's perspective (and potential biases) may have affected the choice of a particular valuation approach and/or valuation inputs. Later chapters, discussing present value models and price multiples, offer specific guidance on model selection.

As a final note to this introduction of model selection, it is important to recognize that professionals frequently use multiple valuation models or factors in common stock selection. According to the Merrill Lynch *Institutional Factor Survey* (2006), respondent institutional investors report using an average of approximately nine valuation factors in selecting stocks.<sup>11</sup> There are a variety of ways in which multiple factors can be used in stock selection. One prominent way, stock screens, is discussed in Chapter 6. As another example, analysts can rank each security in a given investment universe by relative attractiveness according to a particular valuation factor. The rankings for individual securities could be combined into a single composite ranking by assigning weights to the individual factors. Analysts may use a quantitative model to assign those weights.

### 3.4. Converting Forecasts to a Valuation

Converting forecasts to valuation involves more than inputting the forecast amounts to a model to obtain an estimate of the value of a company or its securities. Two important aspects of converting forecasts to valuation are sensitivity analysis and situational adjustments.

Sensitivity analysis is an analysis to determine how changes in an assumed input would affect the outcome. Some sensitivity analyses are common to most valuations. For example, a sensitivity analysis can be used to assess how a change in assumptions about a company's future growth—for example, decomposed by sales growth forecasts and margin forecasts—and/or a change in discount rates would affect the estimated value. Other sensitivity analyses depend on the context. For example, assume an analyst is aware that a competitor to the target company plans to introduce a competing product. Given uncertainty about the target company's competitive response—will the company lower prices to retain market share, offer discounts to its distributors, increase advertising, or change a product feature—the analyst could create a baseline forecast and then analyze how different competitive responses would affect the forecasted financials and in turn the estimated valuation.

Situational adjustments may be required to incorporate the valuation impact of specific issues. Three such issues that could affect value estimates are control premiumis, lack of

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<sup>11</sup>In the report, the term *factors* covers valuation models as well as variables such as return on equity.

marketability discounts, and illiquidity discounts. A controlling ownership position in a company (e.g., more than 50 percent of outstanding shares, although a far smaller percentage often affords an investor the ability to significantly influence a company) carries with it control of the board of directors and the valuable options of redeploying the company's assets or changing the company's capital structure. The value of a stock investment that would give an investor a controlling position will generally reflect a **control premium**; that is, it will be higher than a valuation produced by a generic quantitative valuation expression that did not explicitly model such a premium. A second issue generally not explicitly modeled is that investors require an extra return to compensate for lack of a public market or lack of marketability. The value of non-publicly traded stocks generally reflects a **lack of marketability discount**. Among publicly traded (i.e., marketable) stocks, the prices of shares with less depth to their markets (less liquidity) often reflect an **illiquidity discount**. An illiquidity discount would also apply if an investor wishes to sell an amount of stock that is large relative to that stock's trading volume (assuming it is not large enough to constitute a controlling ownership). The price that could be realized for that block of shares would generally be lower than the market price for a smaller amount of stock, a so-called **blockage factor**.<sup>12</sup>

### 3.5. Applying the Valuation Conclusion: The Analyst's Role and Responsibilities

As noted earlier, the purposes of valuation and the intended consumer of the valuation vary:

- Analysts associated with investment firms' brokerage operations are perhaps the most visible group of analysts offering valuation judgments—their research reports are widely distributed to current and prospective retail and institutional brokerage clients. Analysts who work at brokerage firms are known as **sell-side analysts** (because brokerage firms sell investments and services to institutions such as investment management firms).<sup>13</sup>
- In investment management firms, trusts and bank trust departments, and similar institutions, an analyst may report valuation judgments to a portfolio manager or to an investment committee as input to an investment decision. Such analysts are widely known as **buy-side analysts**. The analyst's valuation expertise is important not only in investment disciplines involving security selection based on detailed company analysis, but also in highly quantitative investment disciplines; quantitative analysts work in developing, testing, and updating security selection methodologies.<sup>14</sup>
- Analysts at corporations may perform some valuation tasks similar to those of analysts at money management firms (e.g., when the corporation manages in-house a sponsored pension plan). Both corporate analysts and investment bank analysts may also identify and value companies that could become acquisition targets.
- Analysts at independent vendors of financial information usually offer valuation information and opinions in publicly distributed research reports, although some focus solely on organizing and analyzing corporate information.

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<sup>12</sup>Note, however, that the U.S. fair value accounting standard (SFAS No. 157) does not permit a blockage factor adjustment for actively traded shares. The value of a position is the product of the quoted price times the quantity held.

<sup>13</sup>Brokerage is the business of acting as agents for buyers or sellers, usually in return for commissions.

<sup>14</sup>Ranking stocks by some measure(s) of relative attractiveness (subject to a risk control discipline), as we discuss in more detail later, forms one key part of quantitative equity investment disciplines.